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RECORDATION NO.

26162-B

MAY 05 '06

12:30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 5, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and/or Road Numbers dated as of May 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26162.

The name and address of the party to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

[Secured Party/Assignee: Bank of America N. A.
600 Peachtree Street N E
Atlanta GA 30308]

Mr. Vernon A. Williams
May 5, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

24 covered hopper railcars within the series CGLX 58115 – CGLX 60123 remarked and/or renumbered IFRX 3220 – IFRX 3243, as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Statement of Change in Reporting Marks and/or Road Numbers

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO.

26162-B

FILED

May 1, 2006

MAY 05 2006

12:30 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Statement of Change in Reporting Marks and/or Road Numbers
Relating to Document Previously Filed with STB under Recordation No. 26162

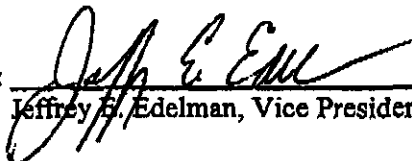
Dear Mr. Secretary:

The reporting marks and/or road numbers of the railroad cars identified in the attached schedule have been changed as set forth in that schedule.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By:

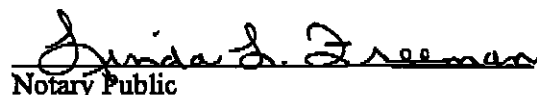

Jeffrey E. Edelman, Vice President

State of Georgia)

) ss:

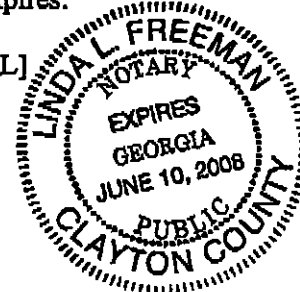
County of Fulton)

On May 1, 2006, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.


Notary Public

My commission expires:

[NOTARIAL SEAL]



Schedule
to Statement of Change in Reporting Marks and/or Road Numbers
relating to document previously filed with STB under Recordation No. 26162

Unit Count	Former Reporting Mark	Former Road Number	New Reporting Mark	New Road Number
1	CGLX	58115	IFRX	3220
2	CGLX	58118	IFRX	3221
3	CGLX	58136	IFRX	3222
4	CGLX	58144	IFRX	3224
5	CGLX	58148	IFRX	3225
6	CGLX	58151	IFRX	3226
7	CGLX	58157	IFRX	3227
8	CGLX	58159	IFRX	3228
9	CGLX	58162	IFRX	3229
10	CGLX	58198	IFRX	3230
11	CGLX	58205	IFRX	3231
12	CGLX	58208	IFRX	3233
13	CGLX	59219	IFRX	3234
14	CGLX	58280	IFRX	3235
15	CGLX	58294	IFRX	3236
16	CGLX	58302	IFRX	3237
17	CGLX	58319	IFRX	3239
18	CGLX	58321	IFRX	3223
19	CGLX	58361	IFRX	3232
20	CGLX	58400	IFRX	3238
21	CGLX	58460	IFRX	3240
22	CGLX	58779	IFRX	3241
23	CGLX	59919	IFRX	3242
24	CGLX	60123	IFRX	3243

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/5/06



Robert W. Alvord